UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

VISIBLE SYSTEMS CORPORATION, a Massachusetts Corporation,	
Plaintiff,	
v.	**C.A. No. 04-CV-11610-RGS**
UNISYS CORPORATION, a Delaware Corporation,	
Defendant.	

AFFIDAVIT OF DR. MALCOLM G. LANE

Malcolm G. Lane declares and affirms as follows:

1. My name is Malcolm G. Lane. I am Professor and Chairman of the Department of Computer Science at James Madison University in Harrisonburg, Virginia. I reside at 8714 Beacon Hill Road, Harrisonburg, VA 22802. I have been employed by KPMG (Principal), KPMG Barents LLC (Managing Director), IBM Corporation (Managing Principal), and BearingPoint Corporation (Executive Director). By training and experience, I am thoroughly familiar with the fields of software and systems engineering, enterprise architecture, business process reengineering, business and financial systems consulting, data communications and networking, operating systems, modeling of software and systems, and CASE (computer-aided software/systems engineering). I have worked with dozens of government agencies around the world in business process reengineering and the design and implementation of information systems, particularly for treasury and

revenue administration. I have been retained as an expert witness by Plaintiff in connection with the captioned action. I have personal knowledge of the facts and circumstances recited below.

2. I have reviewed a compact disk containing documents "Unisys 6612" through "Unisys 8500," dated November 6, 2006 and identified as the Ninth Production of Documents by Unisys.

3. Unisys documents 6767-8500 disclose details of a Unisys 3D Visible Enterprise engagement with a client named PITO (Police Information Technology Organization in the UK), including significant output documents related to that engagement. These documents are more detailed and explicit than any I have previously reviewed for purposes of comparing the degree of similarity of the functionality of Unisys' 3D Visible Enterprise methodology with the functionality of Visible Systems' products and services.

4. This increased level of detail enables me to compare the functionalities of Unisys' 3D Visible Enterprise software and methodology with those of Plaintiff's in such degree that I can formulate a much more exact and comprehensive opinion about the degree of similarity between the parties' goods and services and the degree to which they compete than I could based upon the previously produced Unisys documents. Lack of such detailed information previously limited my being able to provide the comprehensive opinions Plaintiff requested.

5. Unisys document numbered 6973-6985, in particular number 6984, identifies the models, processes and patterns that the Unisys 3D Visible Enterprise

methodology performs relative to each element of the Zachman Framework for enterprise architecture. The Zachman Framework is widely accepted and used in the enterprise architecture and modeling field as a way to define and describe the essential aspects of the business and information systems of enterprises, both commercial and governmental. The Zachman Framework is also used by the Visible Systems toolset and methodology, thus enabling a systematic comparison of the functions and features of (a) Unisys' 3D Visible Enterprise toolset and methodology with (b) Visible Systems' toolset and methodology.

6. Unisys document 6866-6884 is a PITO engagement project document showing that the project involved Logical, Conceptual, and Physical Modeling; Context Diagrams; Process Decomposition Diagrams; Entity Models; Data Flow Diagrams; Activity Flow Diagrams; Use Case Models; UML Models; CRUD Matrices (standing for "create, read, update, delete"); Configuration Management of models and associated software; and other types of models. The models and diagrams identified in this set of documents are precisely those used in the field of software and system modeling for enterprises, also known as enterprise architecture, CASE, information engineering (or sometimes, as in the PITO engagement documents, referred to by "enterprise engineering"). The PITO engagement documents also show Unisys and its project partner Adaptive providing a Repository, which receives data and other information related to enterprise models, stores them for retrieval, and performs various functions such as checking consistency and interrelationships among models. Visible Systems' tools and methodology provide the same functions, create identical or similar

models, and meet the same customer needs as the models and diagrams identified in this set of documents.

7. The collection of Unisys PITO engagement documents enables me to do a precise mapping of the functionality of 3D Visible Enterprise as presented in a Unisys client engagement, to the functionality of Visible Systems' products and services, in a far more detailed manner than I had been able to do previously. These documents strongly support the conclusion that the 3D Visible Enterprise toolset and methodology are highly similar to those of Visible Systems, and that the 3D Visible Enterprise offering is in the same enterprise architecture-modeling market as Visible Systems' offerings.

8. Prior to reviewing the Unisys PITO engagement documents, I had not received any documents showing functionality of 3D Visible Enterprise in the context of a Unisys customer engagement. In examining previous Unisys production documents to identify outputs from client engagements, I had found only fragmentary excerpts from models or diagrams. I had not received outputs from any Unisys client engagement, and thus I lacked an important element for performing a systematic comparison of the functionality and terminology of 3D Visible Enterprise to that of Visible Systems' products and services.

9. The recent documents contain many pages of actual client engagement documents between Unisys and a 3D Visible Enterprise client, in the document number range of 6767 through 7105, 7564 through 7642, and 7770 through 7999. These are very helpful to me in understanding the degree of similarity between 3D Visible Enterprise and Visible Systems' products and services, in confirming

the nature of the relevant market, and in shedding light on the fragmentary excerpts that had been previously produced by Unisys.

10. Unisys document number 6882 lists Visible Advantage along with two Unisys tools related to IBM"s Rational Rose, at the end of a three-page list of names that are easily recognizable by one knowledgeable in the field as names of modeling tools. The "MIMB based Bridges" heading that precedes the list, on document number 6880, is recognizable as a reference to MetaIntegration Model Bridge, which is used in the enterprise architecture - modeling field to enable the transfer of data and models from one modeling environment or modeling toolset to another. The description of MIMB is found at http://www.metaintegration.net/Products/MIMB/ and a listing of enterprise architecture-modeling tools listed by the provider of MIMB is found on the same website at http://www.metaintegration.net/Products/MIMB/ -- including a listing of Visible Systems adjacent to Unisys.

11. Because the Unisys PITO engagement documents enable me now to perform a systematic comparison of Visible Systems' toolset and methodology with the Unisys 3D Visible Enterprise toolset and methodology, I would like to request the opportunity to supplement my expert report to reflect the impact of the new documents.

I declare under penalty of perjury that the foregoing is true and correct.

Malcolm G. Lane

Malcolm G. Lane, Ph.D.

Date: 12/18/06